

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF NEVADA

Case number *(if known)*

Chapter

11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name **Rawhide Mining LLC**

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) **52-1626623**

4. Debtor's address

Principal place of business

45 Miles NE of Hawthorne, NV 89415

Number, Street, City, State & ZIP Code

Mineral

County

Mailing address, if different from principal place of business

2040 Reno Hwy, #212 Fallon, NV 89406

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify:

Debtor **Rawhide Mining LLC**
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

2120**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check **all** that apply:

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No.☐ Yes.

If more than 2 cases, attach a separate list.

District

When

Case number

District

When

Case number

Debtor **Rawhide Mining LLC**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☐ No
☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor **Rawhide Acquisition Holdings, LLC**

Relationship

District **Nevada**When **12/20/23**

Case number, if known

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No☐ Yes.

Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☐ 1-49☐ 50-99☐ 100-199☒ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor

Rawhide Mining LLC

Name

Case number (if known)

16. Estimated liabilities☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Rawhide Mining LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **December 20, 2023**
MM / DD / YYYY**X /s/ Marceau Schlumberger**
Signature of authorized representative of debtor**Marceau Schlumberger**
Printed nameTitle **Manager****18. Signature of attorney****X /s/ Samuel A. Schwartz**
Signature of attorney for debtorDate **December 20, 2023**
MM / DD / YYYY**Samuel A. Schwartz**
Printed name**Schwartz Law, PLLC**
Firm name**601 East Bridger Avenue**
Las Vegas, NV 89101
Number, Street, City, State & ZIP CodeContact phone **702-385-5544**Email address **saschwartz@nvfirm.com****10985 NV**
Bar number and State

Fill in this information to identify the case:

Debtor name **Rawhide Mining LLC**
 United States Bankruptcy Court for the: **DISTRICT OF NEVADA**
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1st in Padlocks 2184 Channing Way #510 Idaho Falls, ID 83404						\$0.00
3-DIMENSION SHIPPING 2040 Reno Hwy Fallon, NV 89406						\$0.00
3-RIVERS, INC. P.O. Box 420 245 North Main Street Huntington, UT 84528						\$0.00
3G Container Exchange LLC PO Box 6222 San Mateo, CA 94403						\$0.00
4Site Limited 1118 Roland Street Thunder Bay, ON P7B 5M4 Canada						\$0.00
650 CONSULTING LLC 10545 Dillingham Drive Reno, NV 89521						\$0.00
8x8 675 Creekside Way Campbell, CA 95008						\$0.00
A Plus Urgent Care P.O. Box 572524 Salt Lake City, UT 84157						\$0.00

Debtor **Rawhide Mining LLC**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
A&K Earthmovers, Inc. P.O. Box 1059 515 Windmill Drive Fallon, NV 89407						\$0.00
A-1 National Fire Co./Summit Companies PO Box 6783 Carol Stream, IL 60197						\$0.00
A1 Radiator Repair Inc. 875 E. Second Street Reno, NV 89502						\$0.00
ABS Systems 4749 West Post Road Las Vegas, NV 89118						\$0.00
Argonaut Insurance Company c/o Law Office of Manier & Herod 1201 Demonbreun St., Ste. 900 Nashville, TN 37203		Surety on Surface Management Surety Bond Number SUR0008068		\$14,927,566.00	\$8,554,957.24	\$6,372,608.76
Hunt & Sons Inc. Attn Collections Dept. PO Box 1600 Elko, NV 89803			Disputed			\$35,931.34
ICM Solutions LLC PO Box 35143 Seattle, WA 98124			Contingent Unliquidated Disputed			\$64,768.31
Komatsu America Corp. 1486 S. Distribution Dr. Salt Lake City, UT 84104						\$203,445.00
Thomas Algerio Pahrump, NV 89048						\$864.35
US Dept. of Labor Mine Safety and Health Administration PO Box 790390 Attn. Jenny Chen Saint Louis, MO 63179		Civil penalty assessment	Contingent Unliquidated Disputed			\$15,507.91

Debtor **Rawhide Mining LLC**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
US Impact Inc. PO Box 1746 Mandeville, LA 70470						\$46,511.00
Western Explosives Systems Company/WESCO 3135 S Richmond St. Salt Lake City, UT 84106						\$450,554.18

**United States Bankruptcy Court
District of Nevada**

In re **Rawhide Mining LLC**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Manager of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.



Date: **December 20, 2023**

/s/ Marceau Schlumberger

Marceau Schlumberger/Manager

Signer/Title

Rawhide Mining LLC
2040 Reno Hwy, #212
Fallon, NV 89406

Samuel A. Schwartz
Schwartz Law, PLLC
601 East Bridger Avenue
Las Vegas, NV 89101

Internal Revenue Service
PO Box 7346
Philadelphia, PA 19101-7346

United States Trustee
300 Las Vegas Blvd. South, #4300
Las Vegas, NV 89101

Dept. of Employment, Training and Rehab
Employment Security Division
500 E. Third Street
Carson City, NV 89713

Nevada Dept of Taxation, BK Section
555 E. Washington Ave #1300
Las Vegas, NV 89101

Securities and Exchange Commission
Los Angeles Regional Office
444 South Flower St, Ste 900
Los Angeles, CA 90071

Mineral County Clerk-Treasurer
105 South A Street, Suite 1
P.O. Box 1450
Hawthorne, NV 89415

Mineral County Assessor
105 South A Street, Suite 3
P.O. Box 400
Hawthorne, NV 89415

1st in Padlocks
2184 Channing Way #510
Idaho Falls, ID 83404

3-DIMENSION SHIPPING
2040 Reno Hwy
Fallon, NV 89406

3-RIVERS, INC.
P.O. Box 420
245 North Main Street
Huntington, UT 84528

3G Container Exchange LLC
PO Box 6222
San Mateo, CA 94403

4Site Limited
1118 Roland Street
Thunder Bay, ON P7B 5M4 Canada

650 CONSULTING LLC
10545 Dillingham Drive
Reno, NV 89521

8x8
675 Creekside Way
Campbell, CA 95008

A Plus Urgent Care
P.O. Box 572524
Salt Lake City, UT 84157

A&K Earthmovers, Inc.
P.O. Box 1059 515 Windmill Drive
Fallon, NV 89407

A-1 National Fire Co./Summit Companies
PO Box 6783
Carol Stream, IL 60197

A1 Radiator Repair Inc.
875 E. Second Street
Reno, NV 89502

ABS Systems
4749 West Post Road
Las Vegas, NV 89118

Absolute Hose and Fittings LLC
1205 Industrial Way
Sparks, NV 89431

Absolute Promotions
461 S A St.
Elko, NV 89801

ACCO Brands Direct
101 O'neil Rd.
Sidney, NY 13838

Accu-Grind
6820 Lindbergh Street
Houston, TX 77087

Argonaut Insurance Company
c/o Law Office of Manier & Herod
1201 Demonbreun St., Ste. 900
Nashville, TN 37203

Babcock Scott & Babcock, P.C.
370 E. South Temple, 4th Fl.
Salt Lake City, UT 84111

CEOF Holdings LP
c/o Corbin Capital Partners, L.P.
590 Madison Avenue, 31st Floor
New York, NY 10022

Dejong Capital LLC
1900 St. James St., Suite 125
Houston, TX 77056

Dickinson Wright PLLC
100 West Liberty St., Ste. 940
Reno, NV 89501

Greenberg, Grant & Richards, Inc.
Attn. Jason Rosado
PO Box 571811
Houston, TX 77257

Hunt & Sons Inc.
Attn Collections Dept.
PO Box 1600
Elko, NV 89803

ICM Solutions LLC
PO Box 35143
Seattle, WA 98124

Kesler & Rust
68 South Main St., Ste. 200
Salt Lake City, UT 84101

Komatsu America Corp.
1486 S. Distribution Dr.
Salt Lake City, UT 84104

Marigold Overseas LLC
45 Rockefeller Centre, Ste 2300
New York, NY 10011

Mine Safety and Health Administration
201 12th Street South
Arlington, VA 22202

Nevada Div of Environmental Protection
Bureau of Mining Regulation&Reclamation
901 S. Stewart Street, Suite 4001
Carson City, NV 89701

Nevada Division of Water Resources
901 S. Stewart St., Suite 2002
Carson City, NV 89701

Rawhide Acquisition Holding LLC
2040 Reno Hwy #212
Fallon, NV 89406

Silverpeak Credit Opportunities AIV LP
c/o Silverpeak Credit Partners LP
40 West 57th St- 29th Floor
New York, NY 10019

Silverpeak Credit Opportunities OwnerLLC
Silverpeak Credit Partners LP
100 South Ashley Drive Suite 600
Tampa, FL 33602

Silverpeak Credit Partners
40 West 57th St 29 Floor
New York, NY 10019

South Bay Capital Group LLC
144 S. Beverly Drive, Ste 600
Beverly Hills, CA 90212

South Bay Capital Partners LLC
144 S. Beverly Drive, Ste 600
Beverly Hills, CA 90212

Thomas Algerio
Pahrump, NV 89048

United States Department of the Interior
Bureau of Land Management
1340 Financial Blvd.
Reno, NV 89502

US Dept. of Labor
Mine Safety and Health Administration
PO Box 790390
Attn. Jenny Chen
Saint Louis, MO 63179

US Impact Inc.
PO Box 1746
Mandeville, LA 70470

Western Explosives Systems Company/WESCO
3135 S Richmond St.
Salt Lake City, UT 84106

**United States Bankruptcy Court
District of Nevada**

In re **Rawhide Mining LLC**

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Rawhide Mining LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

December 20, 2023

Date

/s/ Samuel A. Schwartz

Samuel A. Schwartz

Signature of Attorney or Litigant
Counsel for **Rawhide Mining LLC**
Schwartz Law, PLLC

**601 East Bridger Avenue
Las Vegas, NV 89101
702-385-5544 Fax: 702-201-1330
saschwartz@nvfirm.com**

**ACTION BY WRITTEN CONSENT OF THE
SOLE MEMBER
OF
RAWHIDE MINING, LLC
A DELAWARE LIMITED LIABILITY COMPANY**

Dated as of December 10, 2023

The UNDERSIGNED, constituting the sole Member (the “**Member**”) of RAWHIDE MINING, LLC, a Delaware limited liability company (the “**Company**”), hereby consents in writing to the adoption of the following resolutions, as if they were adopted at a duly convened meeting of the Member, which actions are hereby deemed effective as of the date set forth above:

WHEREAS, the Member reviewed and considered the financial and operational condition of the Company and the Company’s business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, the viability of the Company’s business, and the strategic alternatives available to the Company;

WHEREAS, the Member had the opportunity to consult with the management of the Company and the Company’s advisors and to fully consider the strategic alternatives available to the Company, including, without limitation, the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of Chapter 11 of Title 11 of the United States Code (as amended, the “**Bankruptcy Code**”); and

WHEREAS, the Member deems it advisable and in the best interests of the Company and its creditors, interest holders, and other parties in interest, to consent to and adopt, in the name of and on behalf of the Company, the following resolutions:

NOW, THEREFORE, IT IS:

RESOLVED, that it is desirable and in the best interests of the Company and its creditors, employees, and other interested parties that a voluntary Chapter 11 bankruptcy petition be filed by the Company, seeking relief under the provisions of Chapter 11 of the Bankruptcy Code (the “**Chapter 11 Case**”) in the United States Bankruptcy Court for the District of Nevada; and it is further

RESOLVED, that MARCEAU SCHLUMBERGER (the “**Authorized Person**”), be, and is, authorized and directed to execute and file on behalf of the Company, all petitions, schedules, lists, motions, applications, and other papers or documents with the appropriate court under the Bankruptcy Code and to take any

and all action that is necessary, proper, or advisable to obtain such relief under the Bankruptcy Code, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business; and it is further

RESOLVED, that the law firm of SCHWARTZ LAW, PLLC ("**Schwartz Law**") be employed as counsel to represent and assist the Company in carrying out the Company's duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights including the preparation of pleadings and filings in connection with the Chapter 11 Case, and the Authorized Person of the Company is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of Schwartz Law; and it is further

RESOLVED, that the Authorized Person of the Company be, and hereby is, authorized and directed to employ any other individual and/or firm as professionals or consultants to the Company as are deemed necessary or advisable to represent and assist the Company in carrying out the Company's duties under the Bankruptcy Code, including, but not limited to, investment bankers, financial advisors, and other professionals, as may be determined by the Company's management, and in connection therewith, the Authorized Person of the Company is hereby authorized and directed to execute appropriate retention agreements, and to cause to be filed an appropriate application for authority to retain the services of such firms; and it is further

RESOLVED, that the Authorized Person is hereby authorized to enter into one or more debtor-in-possession financing facilities, as may be determined by the Company's management, in order to finance the Chapter 11 case and the Company's operations going forward; and it is further

RESOLVED, that the Authorized Person is hereby authorized and empowered to execute, deliver, file, and perform any agreement, document, or any amendment to the foregoing, in the name and on behalf of the Company, as may be necessary or advisable for the Company to obtain post-petition, all on such terms as the Authorized Person deems necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and it is further

RESOLVED, that the Authorized Person is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to take such additional actions, to perform all acts and deed, and to execute, ratify, certify, deliver, file, and record such additional agreements, notices, certificates, instruments, applications, payments, letters, and documents as any of them may deem necessary or advisable

to implement the provisions of the foregoing resolutions, and to appoint such agents on behalf of the Company as such Authorized Person may deem necessary or advisable in connection with any financing arrangement or the sale of assets, and the transactions contemplated by any of the foregoing, the authority for the taking of such action to be conclusive evidence thereof; and it is further

RESOLVED, that the Authorized Person is hereby authorized, empowered and directed, in the name and on behalf of the Company, to open and maintain one or more debtor-in-possession bank accounts for the Company, at such banks as the Authorized Person may determine, and that in connection therewith the Authorized Person may sign checks, authorize wire transfers and execute and deliver on behalf of the Company, such forms of banking resolutions as such banks may request and the Authorized Person may approve, which resolutions, when executed by such Authorized Person and inserted into the minute book of the Company, shall be deemed to be adopted by the Company with the same full force and effect as if such resolutions had been set forth herein in their entirety; and it is further

RESOLVED, that all of the acts and transactions taken by the Authorized Person or other members or managers, in the name and on behalf of the Company, relating to matters contemplated by the foregoing resolutions, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved, and ratified; and it is further

RESOLVED, that this written consent may be executed in any number of counterparts and by facsimile, portable document format, or other reproduction, and such execution shall be considered valid, binding, and effective for all purposes.

[No Further Text. Signature Page Follows.]

IN WITNESS WHEREOF, the undersigned has executed this written consent as of the date first written above.

SOLE MEMBER:

Rawhide Acquisition Holding, LLC
a Delaware limited liability company

A handwritten signature in black ink, appearing to read 'Marceau Schlumberger', written over a horizontal line.

By: _____
Name: Marceau Schlumberger _____
Title: Manager _____